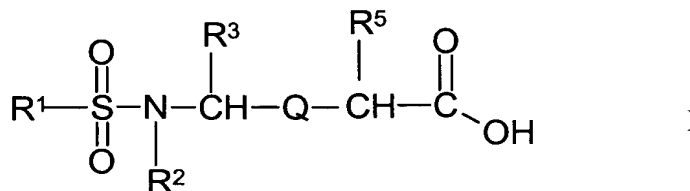


Marked Up Version Showing Amendments

1. A compound of formula I:



wherein

R¹ is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, heteroaryl and substituted heteroaryl;

R² is selected from the group consisting of hydrogen, alkyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, heterocyclic, substituted heterocyclic, substituted alkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl[, and R¹ and R² together with the nitrogen atom bound to R² and the SO₂ group bound to R¹ can form a heterocyclic or a substituted heterocyclic group];

R³ is selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic, and substituted heterocyclic [and, when R² does not form a heterocyclic group with R¹, R² and R³ together with the nitrogen atom bound to R² and the carbon atom bound to R³ can form a heterocyclic or a substituted heterocyclic group];

R⁵ is -(CH₂)_x-Ar-R^{5'} where R^{5'} is selected from the group consisting of -O-Z-NR⁸R^{8'} and -O-Z-R¹² wherein R⁸ and R^{8'} are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, and where R⁸ and R^{8'} are joined to form a heterocycle or a substituted heterocycle, R¹² is selected from the group consisting of heterocycle and substituted heterocycle, and Z is selected from the group consisting of -C(O)- and

-SO₂-,

Ar is aryl, heteroaryl, substituted aryl or substituted heteroaryl,

x is an integer of from 1 to 4;

Q is -C(X)NR⁷- wherein R⁷ is selected from the group consisting of hydrogen and alkyl; and X is selected from the group consisting of oxygen and sulfur; and pharmaceutically acceptable salts thereof.

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